

Kelly Geoffrey J
 Form 3
 August 01, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

<p>1. Name and Address of Reporting Person *</p> <p>Â Kelly Geoffrey J</p> <p>(Last) (First) (Middle)</p> <p>THE COCA-COLA COMPANY,Â ONE COCA-COLA PLAZA, N.W.</p> <p>(Street)</p> <p>ATLANTA,Â GAÂ 30313</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>07/21/2005</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>COCA COLA CO [(KO)]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>Senior VP & General Counsel</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>
			<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, \$.25 par value	17,061	D ⁽¹⁾	Â
Common Stock, \$.25 par value	12,947 ⁽²⁾	I	By 401(k) plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	Â <u>(3)</u>	10/17/2005	Common Stock, \$.25 par value	16,600	\$ 35.625	D	Â
Employee Stock Option (right to buy)	Â <u>(4)</u>	10/16/2006	Common Stock, \$.25 par value	10,000	\$ 48.875	D	Â
Employee Stock Option (right to buy)	Â <u>(5)</u>	10/15/2007	Common Stock, \$.25 par value	9,900	\$ 59.75	D	Â
Employee Stock Option (right to buy)	Â <u>(6)</u>	10/14/2008	Common Stock, \$.25 par value	13,900	\$ 65.875	D	Â
Employee Stock Option (right to buy)	Â <u>(7)</u>	12/17/2013	Common Stock, \$.25 par value	25,250	\$ 49.8	D	Â
Employee Stock Option (right to buy)	Â <u>(8)</u>	10/20/2014	Common Stock, \$.25 par value	16,630	\$ 53.4062	D	Â
Employee Stock Option (right to buy)	Â <u>(9)</u>	12/15/2014	Common Stock, \$.25 par value	56,750	\$ 41.27	D	Â
Employee Stock Option (right to buy)	Â <u>(10)</u>	02/15/2015	Common Stock, \$.25 par value	20,000	\$ 54.3437	D	Â
Employee Stock Option (right to buy)	Â <u>(11)</u>	10/17/2015	Common Stock, \$.25 par value	30,000	\$ 57.8437	D	Â
Employee Stock Option (right to buy)	Â <u>(12)</u>	05/29/2016	Common Stock, \$.25 par value	45,000	\$ 48.21	D	Â

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Employee Stock Option (right to buy)	Â (13)	12/17/2017	Common Stock, \$.25 par value	19,688	\$ 44.655	D	Â
Hypothetical shares	Â (14)	Â (14)	Common Stock, \$.25 par value	1,947	\$ (15)	I	By Supplemental Benefit Plan (16)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kelly Geoffrey J THE COCA-COLA COMPANY ONE COCA-COLA PLAZA, N.W. ATLANTA, GA 30313	Â	Â	Â Senior VP & General Counsel	Â

Signatures

/s/ Kelly,
Geoffrey J. 07/29/2005

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Exhibit Index - Exhibit No. 24 - Power of Attorney
- (2) Shares credited to my account under The Coca-Cola Company Thrift & Investment Plan, a tax-qualified 401(k) plan, as of July 21, 2005.
- (3) Grant (with tax withholding right) was awarded on October 18, 1995. One-third of grant became exercisable one year after date of grant, with the remainder becoming exercisable in equal monthly installments over the next 24 months.
- (4) Grant (with tax withholding right) was awarded on October 17, 1996. One-third of grant became exercisable one year after date of grant, with the remainder becoming exercisable in equal monthly installments over the next 24 months.
- (5) Grant (with tax withholding right) was awarded on October 16, 1997. One-third of grant became exercisable one year after date of grant, with the remainder becoming exercisable in equal monthly installments over the next 24 months.
- (6) Grant (with tax withholding right) was awarded on October 15, 1998. One-third of grant became exercisable one year after date of grant, with the remainder becoming exercisable in equal monthly installments over the next 24 months.
- (7) Option (with tax withholding right) granted on December 18, 2003 under The Coca-Cola Company 2002 Stock Option Plan. One-fourth of grant becomes exercisable on each of the first, second, third and fourth anniversaries of the grant date.
- (8) Grant (with tax withholding right) was awarded on October 21, 1999. One-fourth of grant became exercisable on the first, second, third and fourth anniversaries of the grant date.
- (9) Option (with tax withholding right) granted on December 16, 2004 under The Coca-Cola Company 2002 Stock Option Plan. One-fourth of grant becomes exercisable on each of the first, second, third and fourth anniversaries of the grant date.
- (10) Grant (with tax withholding right) was awarded on February 16, 2000. Grant became exercisable in its entirety on the third anniversary of the grant date.

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- (11) Grant (with tax withholding right) was awarded on October 18, 2000. One-fourth of grant becomes exercisable on the first, second, third and fourth anniversaries of the grant date.
- (12) Option (with tax withholding right) granted on May 30, 2001 under The Coca-Cola Company 1999 Stock Option Plan. One-fourth of grant becomes exercisable on the first, second, third and fourth anniversaries of the grant date.
- (13) Option (with tax withholding right) granted on December 18, 2002 under The Coca-Cola Company 2002 Stock Option Plan. One-fourth of grant becomes exercisable on each of the first, second, third and fourth anniversaries of the grant date.
- (14) There is no data applicable with respect to the hypothetical shares.
- (15) Each hypothetical share is equal to one share of Common Stock of The Coca-Cola Company.
- (16) As of July 21, 2005.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.